

Pricing Supplement in respect of the listing of Share Instalments on:

Please refer to the Terms and Conditions of the Warrants as set out in the Common Terms Document and relevant Conditions Annexure ("together the Terms and Conditions"), copies of which has been submitted to the JSE. This is a summary only of the main financial terms of the Warrants. In the event of any inconsistency between this summary and the Terms and Conditions, the Terms and Conditions shall prevail.

Summary of Offering

Issuer: The Standard Bank of South Africa Limited

Issuer's Credit Rating: Fitch National Long-term rating AA+(zaf) and National Short-term F1+(zaf)

Sponsoring Broker: SBG Securities (Pty) Ltd

Issue Description: as set out below:

Underlying Share	Warrant Long Code	Warrant Short Code	JSE Code	Warrant Style	Maximum Issue Size	Exercise Price per Share	Specified Number (Warrants per Underlying Parcel)	Expiration Date
AFRICAN BANK INVESTMENTS LIMITED	SB ABL 525CTL 1:1JUL15	SB ABL CTL	ABLSTL	American Call	25 Million	R5.25	1	8 Jul 15
ANGLO AMERICAN PLC	SB AGL R200CTI 1:1JUL15	SB AGL CTI	AGLSTI	American Call	25 Million	R200.00	1	8 Jul 15
ANGLOGOLD ASHANTI LIMITED	SB ANG R130CTJ 1:1JUL15	SB ANG CTJ	ANGSTJ	American Call	25 Million	R130.00	1	8 Jul 15
GOLD FIELDS LIMITED	SB GFI 3000CTL 1:1JUL15	SB GFI CTL	GFISTL	American Call	25 Million	R30.00	1	8 Jul 15
HARMONY GOLD MINING COMPANY LIMITED	SB HAR 2200CTJ 1:1JUL15	SB HAR CTJ	HARSTJ	American Call	25 Million	R22.00	1	8 Jul 15

Minimum Exercise Number: Except on the Expiration Date, 1000 Warrants.

Maximum Exercise Number: Except on the Expiration Date, 1 000 000 Warrants.

Underlying Parcel: One Share in the relevant Company subject to adjustment under the Conditions. The Warrantholder is entitled to physical delivery of the Underlying Parcel or a Cash Settlement Amount, at the Issuer's discretion, subject to certain conditions.

Automatic Exercise: Provided that the Warrant has not lapsed in terms of Section 4, Condition 2.5 of the Common Terms Document, if the Warrantholder fails to exercise a Warrant before 4:00pm on the Expiration Date the Issuer will pay 90% of the Cash Settlement Amount in accordance with the Section 4 Conditions 5 of the Common Terms Document and paragraph 3 of the Conditions Annexure.

Exercise Procedure: As set out in Section 4, Condition 5 of the Common Terms Document as amended by the Conditions Annexure

Stock Exchange: JSE Limited

Issue Date: 26 Jun 2014

Termination of Listing: Close of business on the Expiration Date, provided that the Warrant has not lapsed in terms of Section 4, Condition 2.5 of the Common Terms Document

Governing Law: South African.

Settlement: The above warrants will be settled electronically via STRATE.

Tax Implications: As set out in Section 2 of the Common Terms Document

Dividends: As set out in paragraph 4 of the Conditions Annexure

Adjustments for Corporate Actions: As set out in Section 4, Condition 15 of the Common Terms Document as amended by the Conditions Annexure

Changes to the Terms and Conditions: As set out in Section 4, Condition 12.2 of the Common Terms Document